

IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION

TUITIONFUND, LLC	§	
<i>Plaintiff</i>	§	
	§	
v.	§	CASE NO.: 3:11-CV-00069
	§	JURY DEMAND
SUNTRUST BANKS, INC.;	§	
SUNTRUST BANK;	§	JUDGE SHARP
REGIONS FINANCIAL CORPORATION;	§	MAGISTRATE JUDGE GRIFFIN
REGIONS BANK;	§	
VESDIA CORPORATION;	§	
CARTERA COMMERCE, INC.;	§	
CARDLYTICS, INC.,	§	
<i>Defendants</i>	§	

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**TUITIONFUND, LLC’S ANSWER TO CARDLYTICS, INC.’S  
COUNTERCLAIMS TO PLAINTIFF’S FIRST AMENDED COMPLAINT FOR  
PATENT INFRINGEMENT**

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Plaintiff/Counter-Defendant TuitionFund, LLC hereby files its Answer to Cardlytics, Inc.’s (“Cardlytics”) Counterclaims to Plaintiff’s First Amended Complaint for Patent Infringement and in support thereof, states as follows:

**PARTIES**

1. Plaintiff/Counter-Defendant admits the allegations contained in paragraph 8 of Cardlytics’ Counterclaims.
2. Plaintiff/Counter-Defendant admits the allegations contained in paragraph 9 of Cardlytics’ Counterclaims.

### **JURISDICTION AND VENUE**

3. Plaintiff/Counter-Defendant admits the allegations contained in paragraph 10 of Cardlytics' Counterclaims.

4. Plaintiff/Counter-Defendant admits the allegations contained in paragraph 11 of Cardlytics' Counterclaims.

5. Plaintiff/Counter-Defendant admits the allegations contained in paragraph 12 of Cardlytics' Counterclaims.

### **FIRST CAUSE OF ACTION**

#### **Declaratory Judgment of Non-Infringement of the '872 Patent**

6. To the extent the referenced allegations are herein previously denied, Plaintiff/Counter-Defendant denies the allegations contained in paragraph 13 of Cardlytics' Counterclaims.

7. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 14 of Cardlytics' Counterclaims.

8. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 15 of Cardlytics' Counterclaims.

### **SECOND CAUSE OF ACTION**

#### **Declaratory Judgment of Invalidity of the '872 Patent**

9. To the extent the referenced allegations are herein previously denied, Plaintiff/Counter-Defendant denies the allegations contained in paragraph 16 of Cardlytics' Counterclaims.

10. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 17 of Cardlytics' Counterclaims.

11. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 18 of Cardlytics' Counterclaims.

### **THIRD CAUSE OF ACTION**

#### **Declaratory Judgment of Non-Infringement of the '572 Patent**

12. To the extent the referenced allegations are herein previously denied, Plaintiff/Counter-Defendant denies the allegations contained in paragraph 19 of Cardlytics' Counterclaims.

13. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 20 of Cardlytics' Counterclaims.

14. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 21 of Cardlytics' Counterclaims.

### **FOURTH CAUSE OF ACTION**

#### **Declaratory Judgment of Invalidity of the '572 Patent**

15. To the extent the referenced allegations are herein previously denied, Plaintiff/Counter-Defendant denies the allegations contained in paragraph 22 of Cardlytics' Counterclaims.

16. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 23 of Cardlytics' Counterclaims.

17. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 24 of Cardlytics' Counterclaims.

## **FIFTH CAUSE OF ACTION**

### **Declaratory Judgment of Non-Infringement of the '704 Patent**

18. To the extent the referenced allegations are herein previously denied, Plaintiff/Counter-Defendant denies the allegations contained in paragraph 25 of Cardlytics' Counterclaims.

19. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 26 of Cardlytics' Counterclaims.

20. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 27 of Cardlytics' Counterclaims.

## **SIXTH CAUSE OF ACTION**

### **Declaratory Judgment of Invalidity of the '704 Patent**

21. To the extent the referenced allegations are herein previously denied, Plaintiff/Counter-Defendant denies the allegations contained in paragraph 28 of Cardlytics' Counterclaims.

22. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 29 of Cardlytics' Counterclaims.

23. Plaintiff/Counter-Defendant denies the allegations contained in paragraph 30 of Cardlytics' Counterclaims.

## **PRAYER FOR RELIEF**

WHEREFORE, Plaintiff/Counter-Defendant prays for judgment against Defendants/Counter-Plaintiffs as follows:

A. For judgment dismissing the counterclaims with prejudice;

- B. For a declaration that this is an exceptional case, and an award to Plaintiff/Counter-Defendant of its costs and attorneys' fees incurred herein;
- C. An award of the costs of this action; and
- D. That Plaintiff/Counter-Defendant be awarded such other and further relief as the Court may deem just and proper, including all relief requested in Plaintiff's First Amended Complaint.

Respectfully submitted,

/s/ George E. Barrett

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## CERTIFICATE OF SERVICE

I hereby certify that on June 25, 2012, the foregoing *TuitionFund LLC's Answer to Cardlytics, Inc.'s Counterclaims to Plaintiff's First Amended Complaint for Patent Infringement* was electronically filed with the Clerk of the Court using CM/ECF and served upon all counsel of record.

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